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ADD**Michael G. Adams**
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF JACK HARLOW FOUNDATION, INC.**

(a Kentucky nonprofit corporation)

The undersigned, a person over the age of eighteen years and acting as the incorporator of the Jack Harlow Foundation, Inc. ("Corporation"), under Chapter 273 of the Kentucky Revised Statutes, does hereby adopt the following Articles of Incorporation for the Corporation and certifies as follows:

ARTICLE I

The name of the Corporation is the Jack Harlow Foundation, Inc., and its principal office is 1430 Mellwood Avenue, Louisville, Kentucky 40206.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and the State of Kentucky and shall have all of the powers enumerated in the Act, as the same now exists and as thereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under section 501(c)(3) of the Code are not permitted to engage.

ARTICLE III

The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation is expressly precluded from making loans to its directors or officers. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in section 513 of the Code.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The address of the registered office of the Corporation is 1430 Mellwood Avenue, Louisville, Kentucky 40206 and the name of the process agent of the Corporation at that address is Maggie Harlow.

ARTICLE VI

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Any other provision of these Articles of Incorporation to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under section 4942 of the Code; [iii] not retain any excess business holdings as defined in section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; and [v] not make any taxable expenditures as defined in section 4945 of the Code.

ARTICLE VIII

The name and address of the incorporator is Maggie Harlow, 1430, Mellwood Ave, Louisville, Kentucky 40206.

ARTICLE IX

The number of the directors of the Corporation which shall constitute the whole Board of Directors shall be such as from time to time shall be fixed by, and in the manner provided in the bylaws of the Corporation, but, in no event, shall the number be less than three (3). The directors shall elect such officers as they may determine, and all elected officers shall serve for a term of three years, and until their respective successors shall have been elected and shall have accepted office, unless sooner removed in the manner provided in the bylaws. The officers elected at the first meeting of the Board of Directors shall hold office until the second annual meeting of the Board of Directors. The duties of the officers and of the assistant officers shall be those prescribed by the bylaws, and those usually incident to such offices where the bylaws fail to provide otherwise, or in the absence of any such provision in the bylaws, those which may be assigned to them from time to time by the Board of Directors.

The authority to make, amend and repeal bylaws is expressly vested in the Board of Directors. The current number of directors of the Corporation is three. The names and street addresses of the current Board of Directors are:

Name:	Street Address:
Jack Harlow	1430 Mellwood Avenue, Louisville KY 40206
Maggie Harlow	1430 Mellwood Avenue, Louisville KY 40206
Brian Harlow	1430 Mellwood Avenue, Louisville KY 40206

ARTICLE X

These Articles of Incorporation may be amended in the manner provided in the bylaws or, if not provided in the bylaws, by the Board of Directors, in the manner provided by law.

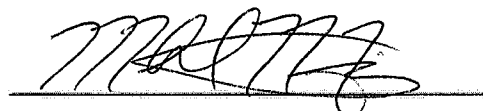
ARTICLE XI

Pursuant to KRS § 273.248, the Corporation hereby eliminates the personal liability of a director of the Corporation for monetary damages for breach of his/her duties as a director provided that this provision will not operate to eliminate or limit the liability of a director in the following circumstances: (1) any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (2) any act or omission not in good faith or which involve intentional misconduct or are known to the director to be a violation of the law; (3) any transaction which the director derived an improper personal benefit; and (4) any act or omission not in good faith or which involve malicious purposes or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

IN WITNESS WHEREOF, witness the signature of the incorporator this FEBRUARY 6, 2023.


Maggie Harlow, Incorporator

This Instrument Prepared By:


Michael N. Fine
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Louisville, Kentucky 40202
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